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Return of Private Foundation

Department of the Treasury
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation

2013

► Do not enter Social Security numbers on this form as it may be made public.
► Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

For calendar year 2013 or tax year beginning

10/01, 2013, and ending

12/31, 2013

Name of foundation

HOLLOWMON-PRICE FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

C/O GLORIA ARECCHI 130 CROFTON AVE.

City or town, state or province, country, and ZIP or foreign postal code

SAN ANTONIO, TX 78210-1127

G Check all that apply	<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity
	<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return
	<input type="checkbox"/> Address change	<input type="checkbox"/> Name change

H Check type of organization Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at J Accounting method Cash Accrual
end of year (from Part II, col. (c), line 16) ► \$ 14,689,316. Other (specify) _____ (Part I, column (d) must be on cash basis)

A Employer identification number

75-2850527

B Telephone number (see instructions)

(210) 223-3030

C If exemption application is pending, check here D 1 Foreign organizations check here 2 Foreign organizations meeting the 85% test, check here and attach computation E If private foundation status was terminated under section 507(b)(1)(A), check here F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
------------------------------------	---------------------------	-------------------------	---

1 Contributions, gifts, grants, etc., received (attach schedule)			
2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B			
3 Interest on savings and temporary cash investments			
4 Dividends and interest from securities			
5 a Gross rents			
b Net rental income or (loss) _____			
6 a Net gain or (loss) from sale of assets not on line 10	90,902.		
b Gross sales price for all assets on line 6a 2,677,901.			
7 Capital gain net income (from Part IV, line 2)		90,902.	
8 Net short-term capital gain			
9 Income modifications			
10 a Gross sales less returns and allowances			
b Less Cost of goods sold			
c Gross profit or (loss) (attach schedule)			
11 Other income (attach schedule)			
12 Total. Add lines 1 through 11	301,932.	301,932.	
13 Compensation of officers, directors, trustees, etc	12,580.	3,800.	8,780.
14 Other employee salaries and wages			
15 Pension plans, employee benefits			
16 a Legal fees (attach schedule) RECEIVED			
b Accounting fees (attach schedule)	11,854.	11,854.	
c Other professional fees (attach schedule)			
17 Interest NOV 24 2014 ATCH 2	3,995.	240.	563.
18 Taxes (attach schedule) (see instructions) ATCH 2			
19 Depreciation (attach schedule) and depletion			
20 Occupancy UGDEN			
21 Travel, conferences, and meetings	3,626.	3,626.	
22 Printing and publications			
23 Other expenses (attach schedule) ATCH 3	375.	170.	205.
24 Total operating and administrative expenses.			
Add lines 13 through 23	32,430.	19,690.	9,548.
25 Contributions, gifts, grants paid			
26 Total expenses and disbursements Add lines 24 and 25	32,430.	19,690.	9,548.
27 Subtract line 26 from line 12			
a Excess of revenue over expenses and disbursements	269,502.		
b Net investment income (if negative, enter -0-)		282,242.	
c Adjusted net income (if negative, enter -0-)			

Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1	Cash - non-interest-bearing	30,011.	13,178.	13,178.
	2	Savings and temporary cash investments	2,255,740.	902,719.	902,719.
	3	Accounts receivable ►			
		Less allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ►			
		Less allowance for doubtful accounts ►			
	8	Inventories for sale or use	32,312.	29,120.	29,120.
	9	Prepaid expenses and deferred charges			
	10	a Investments - U S and state government obligations (attach schedule)			
		b Investments - corporate stock (attach schedule) ATCH 4	1,393,754.	2,977,998.	3,261,822.
		c Investments - corporate bonds (attach schedule) ATCH 5	1,609,372.	435,072.	423,549.
	11	Investments - land, buildings, and equipment basis ►			
		Less accumulated depreciation ► (attach schedule)			
	12	Investments - mortgage loans	320,333.	163,758.	180,184.
	13	Investments - other (attach schedule) ATCH 6	7,783,621.	9,177,383.	9,878,646.
	14	Land, buildings, and equipment basis ► 979.			
		Less accumulated depreciation ► (attach schedule) 881.	98.	98.	98.
	15	Other assets (describe ►)			
	16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	13,425,241.	13,699,326.	14,689,316.
	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ►)			
	23	Total liabilities (add lines 17 through 22)	0	0	
		Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>			
	27	Capital stock, trust principal, or current funds	11,933,504.	11,933,504.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	1,491,737.	1,765,822.	
	30	Total net assets or fund balances (see instructions)	13,425,241.	13,699,326.	
	31	Total liabilities and net assets/fund balances (see instructions)	13,425,241.	13,699,326.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	13,425,241.
2	Enter amount from Part I, line 27a	2	269,502.
3	Other increases not included in line 2 (itemize) ► ATCH 7	3	4,583.
4	Add lines 1, 2, and 3	4	13,699,326.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	13,699,326.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	90,902.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	0	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

 Yes No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	949,384.	13,846,400.	0.068565
2011	242,543.	11,328,891.	0.021409
2010	239,148.	4,923,168.	0.048576
2009	195,148.	3,973,428.	0.049113
2008	157,808.	2,842,547.	0.055516

- 2 Total of line 1, column (d) 2 0.243179
- 3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years 3 0.048636
- 4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5 4 14,193,613.
- 5 Multiply line 4 by line 3 5 690,321.
- 6 Enter 1% of net investment income (1% of Part I, line 27b) 6 2,822.
- 7 Add lines 5 and 6 7 693,143.
- 8 Enter qualifying distributions from Part XII, line 4 8 9,548.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

Part VI • Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 . . .	(attach copy of letter if necessary - see instructions)	1	5,645.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b			
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2 3 4 5	5,645. 0 5,645.	
3	Add lines 1 and 2			
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-			
6	Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013.	6a	29,120.	
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d	7	29,120.	
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ►	9		
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ►	10	23,475.	
11	Enter the amount of line 10 to be Credited to 2014 estimated tax ► 23,475. Refunded ► 11	11		

Part VII-A Statements Regarding Activities

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?

If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities

1c Did the foundation file Form 1120-POL for this year?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year
(1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

If "Yes," attach a detailed description of the activities

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

If "Yes," attach the statement required by General Instruction T

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either

- By language in the governing instrument, or
- By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►
TX, _____

b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation.

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV.

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8b	X	
9		X
10		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ► N/A				
14	The books are in care of ► GLORIA ARECCHI CPA	Telephone no ►	210-223-3030	
	Located at ► 130 CROFTON SAN ANTONIO, TX	ZIP+4 ►	78210-1127	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	► 15		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-221. If "Yes," enter the name of the foreign country ►			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/> X No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/> X No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/> X No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/> X No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/> X No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/> X No
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	► 1b		X
	Organizations relying on a current notice regarding disaster assistance check here			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/> X No
	If "Yes," list the years ►			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/> X No
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No			
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No			
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No			
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No			
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No			
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?			5b		X
	Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>					
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input type="checkbox"/> Yes	<input type="checkbox"/> No			
	If "Yes," attach the statement required by Regulations section 53.4945-5(d)					
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	6b		X
	If "Yes," file Form 8870					
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	7b		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 8		12,580.	0	0

2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000 ►

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ►

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.		Expenses
1	N/A	
2		
3		
4		

Part IX-B Summary of Program-Related Investments (see instructions)

Summary of Program-Related Investments (See instructions)		Amount
Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2		
1	NONE	

2		

All other program-related investments See instructions		
3	NONE	

Total. Add lines 1 through 3.		►

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Part X Minimum Investment Return (All domestic foundations must complete this part Foreign foundations, see instructions)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	1,657,295.
b	Average of monthly cash balances	1b	12,752,464.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	14,409,759.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	14,409,759.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	216,146.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	14,193,613.
6	Minimum investment return. Enter 5% of line 5	6	178,878.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ► and do not complete this part)

1	Minimum investment return from Part X, line 6	1	178,878.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	5,645.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	5,645.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	173,233.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	173,233.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	173,233.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes	1a	9,548.
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1b	
b	Program-related investments - total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the	3b	
a	Suitability test (prior IRS approval required)	4	9,548.
b	Cash distribution test (attach the required schedule)	5	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	6	9,548.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)		
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				173,233.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				
b Total for prior years 20 11 , 20 10 , 20 09				
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012	263,407.			
f Total of lines 3a through e	263,407.			
4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ 9,548.				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2013 distributable amount				9,548.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	163,685.			163,685.
6 Enter the net total of each column as indicated below:	99,722.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	99,722.			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012	99,722.			
e Excess from 2013				

Part XIV • Private Operating Foundations (see instructions and Part VII-A, question 9)

NOT APPLICABLE

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling				►
b	Check box to indicate whether the foundation is a private operating foundation described in section				4942(j)(3) or 4942(j)(5)
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed				
b	85% of line 2a				
c	Qualifying distributions from Part XII, line 4 for each year listed				
d	Amounts included in line 2c not used directly for active conduct of exempt activities				
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c				
3	Complete 3a, b, or c for the alternative test relied upon				
a	"Assets" alternative test - enter				
(1)	Value of all assets				
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i)				
b	"Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				
c	"Support" alternative test - enter				
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				
(3)	Largest amount of support from an exempt organization				
(4)	Gross investment income				

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ► if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

b The form in which applications should be submitted and information and materials they should include

c Any submission deadlines

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
Total				► 3a
b Approved for future payment				
Total				► 3b

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514	Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities				14	211,030.
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income				18	90,902.
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)					301,932.
13 Total Add line 12, columns (b), (d), and (e)				13	301,932.

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Part XVII - Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? Yes No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Sign
Here

► Gloria G. Dresch

11-14-14

TREASURER

May the IRS discuss this return with the preparer shown below (see instructions)? Yes No

Paid Preparer Use Only	Print/Type preparer's name JOY REINER	Preparer's signature 	Date 11/14/14	Check <input type="checkbox"/> if self-employed	PTIN P01224777
	Firm's name ► BDO USA LLP	Firm's EIN ► 13-5381590			
	Firm's address ► 9901 IH-10, SUITE 500 SAN ANTONIO, TX	78230	Phone no	210-342-8000	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
2,677,901.		PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES 2,586,999.				P	90,902.	
TOTAL GAIN(LOSS)							<u>90,902.</u>	

ATTACHMENT 1FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
CHARLES SCHWAB	211,030.	211,030.
TOTAL	<u><u>211,030.</u></u>	<u><u>211,030.</u></u>

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
PAYROLL TAXES	803.	240.	563.
EXCISE TAXES	3,192.		
TOTALS	<u>3,995.</u>	<u>240.</u>	<u>563.</u>

ATTACHMENT 2

ATTACHMENT 3FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
BANK CHARGES	10.	10.	
MAIL AND DELIVERY CHARGES	45.	45.	
OFFICE EXPENSE	27.	27.	
PAYROLL PROCESSING FEES	293.	88.	
TOTALS	<u>375.</u>	<u>170.</u>	<u>205.</u>

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTIONBOOK VALUEENDINGFMV

AGILENT TECHNOLOGIES INC 725	37,096.	41,463.
AIR PROD & CHEMICALS INC 450	50,324.	50,301.
AMERICAN INTL GROUP NEW 500	25,579.	25,525.
AMERN CAMPUS COMMUNITIES 1,350	44,652.	43,484.
APPLE INC 150	68,466.	84,153.
ARES CAPITAL CORP 14,950	258,801.	265,662.
AUTO DATA PROCESSING 600	47,932.	48,479.
AUTODESK INC 650	32,208.	32,707.
BRISTOL-MYERS SQUIBB CO 1,475	64,907.	78,396.
CATERPILLAR INC 525	46,577.	47,675.
CITIGROUP INC NEW 850	43,766.	44,294.
COCA COLA COMPANY 1,200	47,897.	49,572.
CONOCOPHILLIPS 675	47,108.	47,689.
CORNING INC 25,750	48,236.	49,005.
DU PONT E I DE NEMOURS&CO 775	48,430.	50,352.
E M C CORP MASS 1,600	39,791.	40,240.
EMERSON ELECTRIC CO 700	48,580.	49,126.
FLUOR CORPORATION NEW 500	32,838.	40,145.
FRESENIUS MED CARE ADR F 575	19,759.	20,459.
GOLUB CAPITAL BDC INC 3,350	57,902.	64,019.
HOME DEPOT INC 500	33,638.	41,170.
HONEYWELL INTERNATIONAL 550	49,297.	50,254.
INVESCO LTD 550	17,464.	20,020.
JOHNSON & JOHNSON 525	48,565.	48,085.
JP MORGAN CHASE & CO 1,000	44,497.	58,480.
KAYNE ANDERSON MLP INVT 5,100	156,892.	203,235.
KIMBERLY-CLARK CORP 450	47,396.	47,007.
LOCKHEED MARTIN CORP 325	46,817.	48,314.
MICROSOFT CORP 1,325	42,769.	49,568.

ATTACHMENT 4

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTIONBOOK VALUEENDINGFMVENDINGFMV

MONSANTO CO NEW DEL 325
 OCCIDENTAL PETE CORP 825
 ORACLE CORPORATION 1,125
 PEPSICO INCORPORATED 800
 PFIZER INCORPORATED 1,500
 PINNACLE FOODS INC 875
 QUALCOMM INC 550
 REPUBLIC SERVICES INC 550
 SCHLUMBERGER LTD 600
 TARGET CORPORATION 575
 TORTOISE EQY INFRASTRUCT 3,950
 TRAVELERS COMPANIES INC 550
 TRIANGLE CAPITAL CORP 2,000
 UNITED PARCEL SERVICE B 450
 UNITED TECHNOLOGIES CORP 350
 WASTE MANAGEMENT INC DEL 1,100
 ZOETIS INC 1,175
 3M COMPANY 350
 AT&T INC NEW 764
 BAYER A G SPONSORED ADRF 48
 BUSINESS DEVELOPMENT CO 44,888
 REED ELSEVIER NEW ADR F 121
 TRAVELERS COMPANIES INC 207

TOTALS

2,977,998.3,261,822.

ATTACHMENT 4 (CONT'D)

FORM 990PE, PART II - CORPORATE BONDS

ATTACHMENT 5

<u>DESCRIPTION</u>	<u>BOOK VALUE</u>	<u>ENDING FMV</u>
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AIG 4.875% 25,000	25,630.	26,731.
ALLSTATE CORP 3.150% 25,000	24,954.	23,644.
AMGEN INC 3.625% 25,000	25,094.	24,706.
AUTOZONE INC 3.700% 25,000	25,904.	24,031.
BANK OF AMERICA 5.000% 25,000	26,911.	27,276.
BOSTON PPTY'S LP 4.125% 25,000	26,988.	25,484.
ENTERPRISE PRODS 3.350% 25,000	24,849.	23,667.
GEN ELEC CAP CP FLT 25,000	24,878.	24,847.
HEWLETT PACKARD 4.300% 25,000	25,410.	25,141.
HYATT HOTELS CO 3.375% 25,000	24,870.	22,786.
MORGAN STANLEY 5.550% 25,000	24,760.	27,753.
PHILLIPS 66 4.300% 25,000	27,794.	25,363.
PITNEY BOWES 5.600% 25,000	25,698.	27,083.
FORT LAUDERDALE 4.324% 25,000	25,172.	23,762.
MD DEP HSG CMTY 4.000% 25,000	26,152.	25,109.
NEW YORK ST 2.745% 25,000	25,004.	22,923.
SOUTH DAKOTA CO 2.533% 25,000	25,004.	23,243.

TOTALS

<u>435,072.</u>	<u>423,549.</u>
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FORM 990PF, PART II - OTHER INVESTMENTS

ATTACHMENT 6

<u>DESCRIPTION</u>	<u>BOOK VALUE</u>	<u>ENDING FMV</u>
EATON VANCE FLOATING 19,247	176,152.	176,883.
FIDELITY ADV FLOATING 12,968	127,649.	129,166.
FIDELITY FOCUSED HIGH 7,644	69,537.	68,978.
FRANKLIN TEMPLETON 19,283	235,500.	225,423.
AQR MGD FUTURES STRAT FD 6,937	70,391.	73,471.
ARBITRAGE FUND CLASS I 7,305	94,000.	93,950.
CHAMPLAIN MID CAP FD 7,687	89,383.	112,461.
FMI INTL FD 5,751	146,047.	158,232.
GATEWAY FUND CL Y 4,927	137,500.	142,841.
HSBC TOTAL RETURN CL I 9,336	95,640.	91,964.
LONGLEAF PARTNERS INTL 8,983	138,058.	161,165.
MAINSTAY MARKETFIELD FD 7,793	133,000.	144,342.
MERGER FUND 5,777	92,500.	92,500.
OAKMARK INTL FD CLASS I 5,908	139,159.	155,501.
ROBECO BOSTON PARTNERS 4,706	102,000.	96,584.
SEAFARER OVERSEAS GWT 16,918	190,000.	192,029.
WASATCH LONG SHORT FD 908	15,000.	14,737.
CAMDEN PROPERTY TRUST 775	46,387.	44,082.
ESSEX PROPERTY TRUST INC 275	42,294.	39,465.
ISHARES MSCI ALL COUNTRY 1,950	105,988.	117,604.
ISHARES RESIDENTIAL REAL 2,350	107,653.	106,009.
ISHARES TR RUSSELL 2000 2,025	247,205.	274,408.
POWERSHS EXCH TRAD FD TR 2,850	54,184.	74,727.
S P D R S&P 500 ETF TR 1,075	151,861.	198,542.
SPDR S&P MIDCAP 400 ETF 1,125	208,289.	274,725.
VANGUARD FTSE EMERGING 2,250	92,355.	92,565.
WISDOMTREE EMERGING MKTS 4,425	227,047.	225,808.
WISDOMTREE EUROPE ETF 3,450	184,003.	193,925.
ALLIANCEBERNSTEIN HIGH 76,712	723,614.	719,560.
TEMPLETON GLOBAL BOND 40,426	529,884.	531,208.
BLACKROCK EQTY DIVIDEND 3,910	76,974.	94,946.
CAMBIAR SMALL CAP FD 13,156	259,117.	298,663.
MATTHEWS ASIA DIVIDEND 18,624	292,555.	290,549.

FORM 990PF, PART II - OTHER INVESTMENTS

ATTACHMENT 6 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
OAKMARK FUND 9,830	591,444.	625,509.
OPPENHEIMER DEVELOPING 7,881	287,490.	299,668.
OPPENHEIMER STEELPATH 29,426	334,798.	356,655.
WASATCH EMRG MKT SLCT 26,573	285,175.	261,487.
WASATCH LONG SHORT FD 23,059	347,063.	374,028.
AMERICAN RLTY CAP TR V 20,541	477,600.	513,548.
ISHARES CORE S&P ETF 2,346	170,547.	256,019.
ISHARES RUSSELL ETF 3,696	476,208.	554,344.
ISHARES TR RUSSELL 1000 5,277	384,208.	453,569.
VANGUARD WHITEHALL FUNDS 6,046	321,924.	376,806.
FLOWBELOW AERO INC	100,000.	100,000.
 TOTALS	 <u>9,177,383.</u>	 <u>9,878,646.</u>

ATTACHMENT 7FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
PRIOR PERIOD ADJUSTMENT	4,033.
ADJUSTMENT FOR TAX REFUND	550.
TOTAL	<u>4,583.</u>

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 8

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS	EXPENSE ACCT
			TO EMPLOYEE	AND OTHER ALLOWANCES
THADDEUS HOLLOWMON 30 ST. LAURENT PLACE DALLAS, TX 75225	DIRECTOR/VICE PRESIDENT 5.00	0	0	0
JOHN BELLETT 18007 SUMMER KNOLL DRIVE SAN ANTONIO, TX 78258	EXECUTIVE DIRECTOR 10.00	10,500.	0	0
RITA BRAEUTIGAM 18126 LISCOM HILL SAN ANTONIO, TX 78258	DIRECTOR 2.00	0	0	0
JOHN R BAUER 3333 LEE PARKWAY TENTH FLOOR DALLAS, TX 75219	DIRECTOR/SECRETARY 2.00	0	0	0
NANCY BELLETT 18007 SUMMER KNOLL DRIVE SAN ANTONIO, TX 78258	DIRECTOR 2.00	0	0	0
MICHAEL CASEY 1202 SOUTH ALAMO SAN ANTONIO, TX 78210	DIRECTOR/PRESIDENT 2.00	0	0	0

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 8 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS	EXPENSE ACCT
			TO EMPLOYEE	AND OTHER ALLOWANCES
ANN EDWARDS 7051 HELSEM WAY DALLAS, TX 75230	DIRECTOR 2.00	0	0	0
JACK MURRAY C/O NRDC, 40 WEST 20TH STREET NEW YORK, NY 10011	DIRECTOR 2.00	0	0	0
GLORIA P ARECCHI 130 CROFTON AVENUE SAN ANTONIO, TX 78210	DIRECTOR/TREASURER 5.00	2,080.	0	0
MICHAEL JON DEPPE 2600 N CENTRAL EXPRESSWAY, STE 550 RICHARDSON, TX 75080	DIRECTOR 2.00	0	0	0
WAYNE BELLETT 18007 SUMMER KNOLL DRIVE SAN ANTONIO, TX 78258	DIRECTOR 2.00	0	0	0
ROBERT WERNER 310 FAWN DRIVE SAN ANTONIO, TX 78231	DIRECTOR 2.00	0	0	0

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 8 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
JACOB SCHERR C/O NRDC, 1152 15TH ST NW WASHINGTON, DC 20005	DIRECTOR 2.00	0	0	0
GRAND TOTALS		<u>12,580.</u>	<u>0</u>	<u>0</u>